

1 JEFFER, MANGELS, BUTLER & MARMARO LLP
JEFFREY K. RIFFER (Bar No. 87016) (Jriffer@jmbm.com)
2 1900 Avenue of the Stars
Seventh Floor
3 Los Angeles, CA 90067-4308
Telephone: 310 203-8080
4 Facsimile: 310 203-0567
5 Attorneys for Defendant JUPITERIMAGES CORP.
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8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 SAN FRANCISCO DIVISION
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12 STEVE SHAPIRO and STEVE SHAPIRO
MUSIC,

13 Plaintiffs,

14 v.

15 JUPITERIMAGES CORPORATION,

16 Defendant.
17

CASE NO. 3:07-CV-5540 PJH

DECLARATION OF MITCHELL EISENBERG
IN SUPPORT OF JUPITERIMAGES
CORPORATION'S MOTION FOR
ATTORNEY FEES

Date: March 12, 2008

Time: 9:00 a.m.

Place: Courtroom 3

JMBM
Jeffer Mangels
Butler & Marmaro LLP

DECLARATION OF MITCHELL EISENBERG

I, Mitchell Eisenberg, declare as follows:

I know the following facts of my own personal knowledge and if called to testify, could and would so testify.

1. I am Senior Vice President and General Counsel of Jupitermedia Corporation and have held such position since 1997. Jupitermedia is the parent company of Jupiterimages Corporation ("Jupiterimages").

2. I was personally involved in the negotiation of the Asset Purchase Agreement ("Agreement") between Jupiterimages and Steve Shapiro.

3. True and correct copies of the relevant pages of the Agreement that contain the attorney fee provision are attached hereto as Exhibit A. (I have redacted some information in the Agreement that is not relevant to this motion.)

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration was executed on the 31st day of January 2008 at Darien, Connecticut.

--S-- MITCHELL EISENBERG
MITCHELL EISENBERG